

**SECOND AMENDMENT TO
THE CITY OF ALEXANDRIA SUPPLEMENTAL RETIREMENT PLAN,
AS AMENDED AND RESTATED EFFECTIVE AS OF JANUARY 1, 2009**

Pursuant to the powers of amendment reserved under Section 14.1 of The City of Alexandria Supplemental Retirement Plan, as amended and restated effective as of January 1, 2009 (the "Plan"), said Plan shall be and the same is hereby amended by the City of Alexandria, Virginia (the "City"), effective as of [July 1, 2010 or such earlier dates as noted herein], as follows:

FIRST CHANGE

The second paragraph of Section 6.1 shall be amended to read as follows:

A Participant's vested interest in his Employer Derived Benefit shall be determined in accordance with the following schedule, based upon the number of full years of Service credited to him; provided, however, that a Participant's vested interest in his Employer Derived Benefit shall be 100 percent (1) if he is employed by the City on his Normal Retirement Date, (2) if he becomes totally and permanent disabled (as defined in Section 7.1) while an Employee, or (3) if he is a Full-Time Employee, and he is employed by the City on the date he attains age 60, regardless of Service.

SECOND CHANGE

Section 6.3 shall be amended to read as follows:

6.3 Amount of Deferred Vested Retirement Benefit

An eligible Participant's deferred vested retirement benefit shall be equal to his Accrued Benefit determined as of the date of his termination of employment and payable commencing on his Normal Retirement Date; provided, however, that if the Participant is totally and permanent disabled (as defined in Section 7.1) while an Employee, and he is not otherwise entitled to a disability benefit under Article VII, the Participant may elect to receive a reduced retirement benefit commencing as of the first day of any month prior to his Normal Retirement Date. The amount of such reduced benefit shall be determined by applying the appropriate early commencement factor determined as provided in the Table attached to the Plan.

THIRD CHANGE

Section 7.1 shall be amended to read as follows:

7.1 Eligibility

Each Participant who (a) suffers permanent and total disability prior to his Normal Retirement Date while actively employed by the City as a Employee, (b) has at least five years of Service, and (c) is entitled to disability benefits under Title II of the Social Security Act shall be eligible for a disability benefit under this Article VII. For purposes of this Article, "permanent and total disability" means any physical or mental condition sustained while an Employee that prevents the Participant from engaging in any substantial gainful activity, as determined by the Administrator, in its discretion, on the basis of medical evidence satisfactory to the Administrator.

Notwithstanding the forgoing, a Participant who is receiving disability benefits under the City of Alexandria Firefighters and Police Officers Pension Plan (or who was receiving disability benefits under the City of Alexandria Firefighters and Police Officers Pension Plan prior to reaching his normal retirement date under such plan) shall not be eligible for disability benefits under this Article VII.

FOURTH CHANGE

The last sentence of Section 10.2 shall be amended to read as follows:

Notwithstanding the foregoing, retirement benefits hereunder may be (i) reduced pursuant to a domestic relations order approved by the Administrator in accordance with the procedures set forth in Section 13.11, and (ii) forfeited for termination due to dishonesty, malfeasance, or misfeasance in office in accordance with Section 10.7.

FIFTH CHANGE

The following new Section 10.7 shall be added effective with respect to benefits that are accrued after June 22, 2010]:

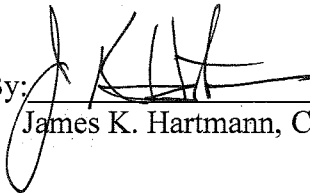
10.7 Forfeiture of Benefits Due To Misconduct

In the event that the employment of a Participant is terminated because of dishonesty, malfeasance, or misfeasance in office, the Participant shall forfeit and cease to have any right to receive his or her Accrued Benefit

(or any other benefit under the Plan). A forfeiture pursuant to this Section 10.07 may be appealed to the Administrator in accordance with the provisions of Section 13.12.

IN WITNESS WHEREOF, the City has caused this Second Amendment to be executed by its City Manager on this 1st day of July, 2010.

CITY OF ALEXANDRIA

By: 
James K. Hartmann, City Manager

RESOLUTION NO. 2411

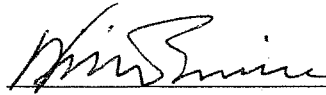
WHEREAS, the City of Alexandria maintains the "City of Alexandria Supplemental Retirement Plan" (the "Plan"); and

WHEREAS, the City of Alexandria desires to adopt and incorporate certain amendments to the Plan as set forth in the Plan attached hereto; and

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF ALEXANDRIA, VIRGINIA THAT the Alexandria City Council does hereby recognize, adopt, amend, and approve the Plan to incorporate the amendments attached hereto and incorporated fully herein by reference; and

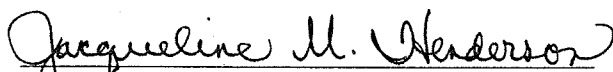
BE IT FURTHER RESOLVED THAT this Resolution shall be effective immediately; provided however, that the amendments hereby approved shall be effective as stated in the Plan.

Adopted: June 22, 2010



WILLIAM D. EUILLE MAYOR

ATTEST:



Jacqueline M. Henderson, MMC City Clerk